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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-11
FINANCING (DIP AND EMERGENCE)
518.5 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 12/30/05
Bill Number: 1091378

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	10/10/05	0.30	REVIEW AND EVALUATE BANK OF AMERICA'S OBJECTION TO DIP MOTION (0.3).
BUTLER, JR. J	10/11/05	0.60	REVIEW AND REVISE VARIOUS PROPOSED CHANGES TO DIP FINANCING ORDERS AND CONSULT WITH DELPHI AND COUNSEL RE SAME (0.6).
BUTLER, JR. J	10/20/05	3.30	TELECONFERENCE WITH D. BARTNER AND K. ZIMAN RE DIP MATTERS (0.4); PREPARE FOR (0.2) AND PARTICIPATE IN SEVERAL WORKING GROUP TELECONFERENCES WITH COMPANY RE DIP MATTERS (0.4, 0.7); EMAILS FROM/TO D. RESNICK RE DIP MATTERS (0.2); REVIEW AND COMMENT ON DRAFT DIP ORDER (0.6); EMAILS TO WORKING GROUP RE OCTOBER 21ST UCC MEETING RE SAME (0.2); REVIEW ADDITIONAL DIP OBJECTIONS (0.6).
BUTLER, JR. J	10/21/05	2.90	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING RE REVIEW ISSUES, OBJECTIONS AND PROPOSED LANGUAGE RE PREPETITION LENDERS, GM SET OFF CLAIMANTS, BOAC LESSOR AND UCC (1.1); REVIEW FURTHER DRAFT OF DIP FINANCING ORDER (0.6); DETAILED ATTENTION TO DISCOVERY AND RELATED REQUESTS FROM AD HOC PREPETITION LENDER GROUP (0.8); EMAILS TO/FROM E. GRILLO RE SAME (0.4).
BUTLER, JR. J	10/22/05	1.90	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE REVIEW ISSUES, OBJECTIONS AND PROPOSED LANGUAGE RE PREPETITION LENDERS, GM, SET OFF CLAIMANTS, BOAC LESSOR AND UCC (1.1); REVIEW EMAIL FROM A. TENZER RE UCC ISSUES AND CONSIDER NEXT STEPS (0.5); REVIEW DIP OBJECTION STATUS CHART (0.3).
BUTLER, JR. J	10/23/05	2.40	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CONTESTED DIP FINANCING HEARING INCLUDING REVIEW VARIOUS OBJECTIONS RE CONTESTED DIP FINANCING HEARING (0.4); PREPARE FOR (0.3) AND TELECONFERENCE WITH (1.7) WORKING GROUP RE REVISIONS TO FINAL DIP ORDER RE ACCOMMODATIONS FOR PREPETITIONS LENDERS, GM, SET OFF CLAIMANTS, BOAC LESSOR AND UCC.

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BUTLER, JR. J	10/24/05	3.70	CONTINUE TO REVIEW VARIOUS OBJECTIONS RE CONTESTED DIP FINANCING HEARING (0.6); PREPARE FOR (0.2) AND TELECONFERENCE WITH (0.9) WORKING GROUP RE REVISIONS TO FINAL DIP ORDER RE ACCOMMODATIONS FOR PREPETITION LENDERS, GM, SET OFF CLAIMANTS, BOAC LESSOR AND UCC; PREPARE FOR (0.2) AND TELECONFERENCE WITH LITIGATION WORKING GROUP (0.4) RE GOODWIN PROCTOR OBJECTION AND DISCOVERY MATTERS; TELECONFERENCE WITH A. BRILLIANT AND GOODWIN PROCTOR WORKING GROUP RE MEET AND CONFER RE SAME (0.3); CONTINUE TO WORK ON DISCOVERY MATTERS (0.3); MEETING WITH S. MILLER IN TROY RE GM ISSUES (0.2); TELECONFERENCES WITH H. MILLER AND S. MILLER (0.2) AND EMAILS AND TELECONFERENCE WITH M. BIENENSTOCK (0.2, 0.2) RE SAME.
BUTLER, JR. J	10/25/05	3.70	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CONTESTED DIP FINANCING HEARING INCLUDING REVIEW OF OPEN ISSUES AND POSSIBLE RESOLUTIONS (1.9); NUMEROUS TELECONFERENCES AND EMAILS WITH WORKING GROUP (0.8); REVIEW STATUS OF AD HOC DISCOVERY MATTERS AND RELATED DEVELOPMENTS (0.4); EMAILS FROM/TO A. BRILLIANT RE SAME (0.2); EMAILS FROM/TO AND TELECONFERENCES WITH M. BIENENSTOCK AND J. TANENBAUM RE POTENTIAL GM OBJECTION (0.4).
BUTLER, JR. J	10/26/05	9.80	CONTINUE TO PREPARE FOR OCTOBER 27TH OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CONTESTED DIP FINANCING HEARING INCLUDING REVIEW OF ADDITIONAL OBJECTIONS (1.2), REVIEW AND COMMENT ON FINAL DIP ORDER (2.2), PREPARE WITNESSES (2.3), REVIEW PRIOR COURT OPINIONS AND TRANSCRIPTS RE FINANCING (1.1), PREPARE FOR (0.3) AND PARTICIPATE IN (0.6) CHAMBERS CONFERENCE, REVIEW AND ATTENTION TO DISCOVERY MATTERS INCLUDING EMAILS RE BOARD PRESENTATIONS (0.7); REVIEW DEPOSITION TRANSCRIPTS (1.4).
BUTLER, JR. J	10/27/05	6.80	PREPARE FOR (1.2) AND ATTEND (3.9) OMNIBUS HEARING BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE CONTESTED DIP FINANCING HEARING; WORK ON SETTLEMENT OF DIP FINANCING ORDER INCLUDING REVIEW AND COMMENT ON REVISED DRAFT AND EMAILS FROM/TO OBJECTORS RE SAME (1.7).

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BUTLER, JR. J	10/28/05	0.60	CONTINUE TO WORK ON SETTLEMENT OF DIP FINANCING ORDER INCLUDING EMAILS TO/FROM A. BRILLIANT AND R. ROSENBERG (0.6).
BUTLER, JR. J	11/02/05	0.30	DRAFT LETTER TO R. ROSENBERG RE CARVE-OUT NOTIFICATION IN CONNECTION WITH FINAL DIP ORDER (0.3).
		36.30	
COCHRAN EL	10/10/05	0.90	REVIEW DIP ISSUES RE CARVE-OUT (0.9).
COCHRAN EL	10/11/05	0.70	REVIEW FINANCING ISSUES (0.7).
COCHRAN EL	10/12/05	3.30	REVIEW ISSUES RE WAIVERS FOR PARTIALLY OWNED FILING SALES (2.1); REVIEW DIP INFO MEMO (1.2).
COCHRAN EL	10/19/05	1.20	REVIEWED INFORMATION MEMO RE DIP (1.2).
COCHRAN EL	10/24/05	1.90	REVIEW INFORMATION MEMO FOR SYNDICATION (1.9).
COCHRAN EL	11/19/05	1.60	TELECONFERENCE WITH J. SHEEHAN AND S. CORCORAN RE DIP REPRESENTATION (0.9); REVIEW ISSUES (0.7).
COCHRAN EL	11/21/05	0.70	REVIEW DIP CLOSING ISSUES (0.7).
		10.30	
FRISHMAN LD	10/09/05	2.20	PARTICIPATE IN WEEKLY WORKING GROUP TELECONFERENCE (1.9); REVIEW CORRESPONDENCE RE GM'S REQUEST TO REVISE DIP ORDERS TO PERMIT IT TO HAVE A SENIOR LIEN (0.3).
FRISHMAN LD	10/10/05	3.10	REVIEW MOBILEARIA LOAN DOCUMENTS (0.9) AND DISCUSS COLLATERAL PACKAGE STATUS WITH S. COCORAN AND S&S (0.4); REVIEW DIP AND PREPETITION LENDER'S PROPOSED WATERFALL FOR ADEQUATE PROTECTION TO GM RE ITS SET-OFF RIGHTS (0.4) AND SEPARATE CONFERENCE CALLS RE SAME WITH S&S, SIMPSON THACHER, DAVID POLK AND WEIL (1.2); REVIEW S&S' LANGUAGE RE GM ADEQUATE PROTECTION (0.2).

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FRISHMAN LD	10/11/05	9.10	REVIEW MISCELLANEOUS DELPHI DIP CLOSING DOCUMENTS AND COORDINATE CLOSING LOGISTICS WITH S&S AND DPW (0.6); PARTICIPATE IN UPDATE TELECONFERENCE WITH PREPETITION BANK GROUP (1.2); DISCUSS GM ADEQUATE PROTECTION LANGUAGE WITH C. FRATTIANNI (0.3); PARTICIPATE IN TELECONFERENCE WITH DELPHI, GM AND OTHERS (1.3); REVIEW AND HELP FINALIZE DIP ORDER (1.1); REVIEW AND RESOLVE BOFA LEASING'S OBJECTIONS TO DIP ORDER (0.4); ATTEND FIRST DAY HEARINGS (4.2).
FRISHMAN LD	10/12/05	1.90	REVIEW DRAFT INFO MEMO FOR DIP LENDERS (0.7) AND DISCUSS WITH E. COCHRAN AND C. FRATTIANNI (0.4); TELECONFERENCES WITH E. COCHRAN, S. CORCORAN AND M. BAKER RE MODIFICATIONS TO DIP TO PERMIT CERTAIN ENTITIES TO FILE AND NOT BECOME GUARANTORS (0.8).
FRISHMAN LD	10/17/05	3.80	REVIEW REVISE COMMITMENT PAPERS FROM DEUTSCHE BANK RE EUROPEAN FINANCING (1.6); CONFERENCE CALL WITH T. KNUTSON, R. BAXTER AND S&S RE COMMENTS ON THE FOREGOING (1.3); REVIEW CORRESPONDENCE RE BAUSCH OBJECTION TO DIP ORDER (0.4) AND DISCUSS WITH C. FRATTIANNI (0.3) AND K. ZIMAN (0.2).
FRISHMAN LD	10/18/05	1.60	REVIEW MARKUP OF DEUTSCHE BANK PAPERS AND GIVE COMMENTS (0.7); LENGTHY TELECONFERENCE WITH R. BAUSCH'S COUNSEL RE OBJECTIONS TO DIP ORDER (0.5); TELECONFERENCE WITH A. TENZER AND C. FRATTIANNI RE NEXT STEPS ON FINAL DIP ORDER AND OBJECTIONS AND PRE-PETITIONS LENDERS ADEQUATE PROTECTION REQUEST (0.4).
FRISHMAN LD	10/19/05	4.00	REVIEW DRAFT FINAL DIP ORDER FROM DPW (0.3); REVIEW PRE-PETITIONS LENDER'S ADEQUATE PROTECTION PROPOSAL (0.8); CONFERENCE CALL WITH DELPHI, S&S AND ROTHSCCHILD RE FOREGOING PROPOSAL (1.5); REVIEW AND GIVE COMMENTS ON REVISED DRAFT OF CIM FOR DIP (1.2); CORRESPONDENCE AND REVIEW DIP RE SAME (0.2).

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FRISHMAN LD	10/20/05	4.40	REVIEW AND GIVE COMMENTS ON S&S DRAFT OF DIP ORDER THAT BUILDS-IN PROTECTION FOR SET-OFF CLAIMANTS (1.1); UPDATE TELECONFERENCE WITH S&S, DELPHI AND ROTHSCHILD RE ADEQUATE PROTECTION ISSUES (0.8); REVIEW DRAFT BORROWING BASE APPRAISALS (0.4); PREPARATORY TELECONFERENCE WITH DELPHI, ROTHSCHILD, FTI AND S&S FOR FRIDAY MORNING MEETING WITH LATHAM (0.8); REVIEW REVISED DEUTSCHE BANK PROPOSAL FOR FOREIGN FACILITY (0.5); EMAILS WITH C. GROSS RE STATUS OF PREPETITION REQUEST FOR PLEDGE OF 100% OF FOREIGN SUBS (0.2); REVIEW OBJECTIONS TO DIP ORDER (0.6).
FRISHMAN LD	10/21/05	4.60	CONFERENCE CALL WITH DELPHI, ROTHSCHILD, FTI AND S&S RE OPEN DIP ORDER ISSUES (1.3); REVIEW DIP ORDER OBJECTIONS (0.9); MEETING WITH LATHAM RE DIP PROCESS AND ORDER AND PREPARATION FOR THE SAME (2.4).
FRISHMAN LD	10/23/05	2.10	CONFERENCE CALL WITH DELPHI, ROTHSCHILD, FTI AND S&S RE OPEN DIP ISSUES (1.7); REVIEW PREPETITION LENDERS, GM'S AND COMMITTEES COMMENTS ON REVISED DRAFT OF DIP ORDER (0.4).
FRISHMAN LD	10/24/05	4.50	PARTICIPATE IN MEET AND CONFER WITH GOODWIN (0.7); REVIEW GOODWIN'S OBJECTION (1.0); MISCELLANEOUS CORRESPONDENCE RE GOODWIN OBJECTION (0.4); CORRESPONDENCE WITH L. Hiestand RE CALGON ISSUES (0.3); REVIEW AND GIVE COMMENTS ON REVISED DRAFTS OF ORDER AND REVISE ADDITIONAL OBJECTIONS (1.3); CORRESPONDENCE WITH S&S RE NEGOTIATIONS OF ORDER (0.8).
FRISHMAN LD	10/25/05	15.10	ALL-HANDS STRATEGY SESSION RE CONTESTED DIP HEARING MATTERS (1.3); PARTICIPATE IN PREP OF S. KING FOR HIS DEPOSITION (2.8); PARTICIPATE IN DEPOSITION (6.3); UPDATE J. BUTLER, BY EMAIL, ON S. KING'S DEPOSITION AND GOODWIN'S APPARENT ARGUMENTS (0.9); REVIEW AND GIVE COMMENTS ON REVISED DRAFT OF ORDER (1.4) AND DIP AMENDMENT (1.7); DISCUSS SET-OFF PROTECTIONS WITH G. TOERING (COUNSEL FOR BOSCH) (0.3); MEET WITH P. NASH RE OUTLINE OF RESPONSE TO GOODWIN OBJECTION (0.4).

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FRISHMAN LD	10/26/05	14.70	PARTICIPATE IN DEPOSITIONS FOR CONTESTED DIP HEARING AND RELATED PREPPING OF WITNESSES (9.8); STRATEGIZE WITH J. BUTLER AND OTHERS RE ARGUMENTS AT HEARING (1.6); ASSIST IN PREPARATION OF S. KING FOR HIS TESTIMONY (1.1); REVIEW REVISED DRAFT OF ORDER AND DISCUSS WITH S&S (0.7); REVIEW CERTAIN PORTIONS OF DEPOSITION TRANSACTIONS FOR PURPOSE OF HEARING (0.4); REVIEW AND GIVE COMMENTS ON REVISED DRAFT DIP AMENDMENT (0.5); REVIEW AND COMMENT ON PORTIONS OF RESPONSE TO GOODWIN OBJECTION TO DIP MOTION (0.6).
FRISHMAN LD	10/27/05	12.40	ALL-HANDS PREPARATORY MEETING FOR HEARING (0.9); ORGANIZE MATERIALS FOR HEARING (0.3); REVIEW REVISIONS TO ORDER (0.5); ATTEND HEARING, INCLUDING PARTICIPATION IN SETTLEMENT NEGOTIATIONS (7.4); DRAFTING SESSION WITH LATHAM, DPW, STB AND S&S RE CHANGES TO ORDER DESCRIBED IN RECORD (3.3).
FRISHMAN LD	10/28/05	3.40	FINALIZE DIP ORDER, INCLUDING REVIEW OF COMMENTS AND DISCUSSION OF SAME WITH S&S (1.7); REVIEW REVISED DIP TERM SHEET FOR CIRCULATION TO POTENTIAL LENDERS (0.6); REVIEW CALYON RESTRUCTURING DOCUMENTS AND GIVE COMMENTS (1.1).
FRISHMAN LD	10/31/05	1.00	DISCUSS CALYON DOCUMENTS WITH M. BAKER (0.2); REVIEW AND GIVE COMMENTS ON DRAFT OF RELEASE AND WAIVER RE PRE-PETITION ITEMS (0.8).
FRISHMAN LD	11/01/05	0.20	REVIEW AND GIVE COMMENTS ON REVISED RELEASE FROM PRE-PETITION LENDERS (0.2).
FRISHMAN LD	11/02/05	1.20	DRAFT LANGUAGE RE FLEX PROVISIONS FOR INCLUSION IN 10-Q (0.3); REVIEW REVISED DRAFT OF RELEASES BY PRE-PETITION LENDERS AND DISCUSS WITH SIMPSON THACHER AND SHEARMAN (0.9).
FRISHMAN LD	11/03/05	0.30	REPLY TO QUESTION FROM J. LYONS RE PREPETITION ACH EXPOSURE (0.3).
FRISHMAN LD	11/11/05	2.60	PARTICIPATE IN WEEKLY WORKING GROUP UPDATES/STRATEGY SESSION (2.6).
FRISHMAN LD	11/15/05	1.60	REVIEW AND GIVE COMMENTS ON DRAFT AMENDMENT AND RESTATEMENT OF DIP (0.8); TELECONFERENCE WITH R. BAXTER AND M. BAKER RE POST-CLOSING ITEMS (0.3); CORRESPONDENCE WITH DELPHI AND SKADDEN RE PENDING HEDGING TRANSACTION (0.5).

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FRISHMAN LD	11/16/05	1.90	REVIEW REVISIONS TO RESTATED DIP (0.2); REVIEW BOFA OBJECTIONS AND RELATED AIRCRAFT LEASE DOCUMENTS AND CODE SECTIONS (1.7).
FRISHMAN LD	11/17/05	1.70	TELECONFERENCES WITH S. KING RE BUSINESS PLAN PROCESS (1.3); REVIEW CORRESPONDENCE RE PENDING HEDGE TRANSACTIONS (0.4).
FRISHMAN LD	11/18/05	3.30	PARTICIPATE IN WEEKLY WORKING GROUP UPDATE/STRATEGY SESSION (1.8); REVIEW REVISED AMENDED AND RESTATED CREDIT AGREEMENT (0.2); TELECONFERENCES WITH S. KING, D. BARTNER RE BUSINESS PLAN PROCESS (0.9); REVIEW FTI ANALYSIS (0.4).
FRISHMAN LD	11/19/05	1.30	TELECONFERENCE WITH S. CORCORAN, J. SHEEHAN, S. KING AND D. BARTON RE BUSINESS PLAN AND RELATED MATTERS (1.3).
FRISHMAN LD	11/21/05	2.40	REVIEW DRAFT TERMSHEET RE RESOLUTION OF BOFA MOTION AND DISCUSS WITH R. MEISLER (1.1); TELECONFERENCES WITH M. BAKER AND J. SHEEHAN RE CLOSING OF SYNDICATION AND RELATED MATTERS (0.6); ATTENTION TO PENDING HEDGING TRANSACTIONS (0.7).
FRISHMAN LD	11/22/05	1.20	TELECONFERENCE WITH BOFA'S COUNSEL RE OPEN ISSUES AND TERM SHEET RE AIRCRAFT (0.3); REVIEW BOFA'S TERM SHEET (0.4); TELECONFERENCES WITH B. KAPLAN RE PENDING HEDGES (0.5).
FRISHMAN LD	11/23/05	0.20	DISCUSS BOFA REPLACEMENT LIEN ISSUE WITH R. MIESLER (0.2).
FRISHMAN LD	11/25/05	0.90	REVIEW DRAFT OF DELPHI OBJECTION TO BOFA MOTION RE AIRCRAFT AND PENTASTAR OBJECTION (0.9).
FRISHMAN LD	11/30/05	0.90	TELECONFERENCE WITH C. SPRAGGS OF SHERMAN RE DIP INTERPRETATION ISSUE (0.1); REVIEW DRAFT INTER-CO HEDGE AGREEMENT AND REQUEST OF R. BAXTER AND ANALYZE UNDER DIP (0.8).
107.60			
MARAFIOTI KA	10/10/05	2.10	ANALYZE DIP OBJECTIONS OF GM (1.2) & BANKS (0.3) AND DEVELOP STRATEGY FOR PRE-PETITION BANK POSITION (0.6).
MARAFIOTI KA	10/11/05	0.40	REVIEWED BANK OF AMERICA HEARING OBJECTION TO DIP MOTION (0.2); TELECONFERENCES WITH B OF A COUNSEL (0.2).

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MARAFIOTI KA	10/19/05	1.70	REVIEWED PREPETITION BANKS' TERM SHEET AND CORRESPONDENCE (0.2); TELECONFERENCE RE SAME WITH COMPANY, ROTHSCHILD, SHEARMAN (1.2); TELECONFERENCE WITH J. TANNENBAUM AND WITH SHEARMAN RE GM ADEQUATE PROTECTION REQUESTS(0.2) AND FOLLOWUP CALLS (0.1).
MARAFIOTI KA	10/20/05	0.30	REVIEWED BOSCH OBJECTION TO DIP (0.1); CORRESPONDENCE RE GM POSITION (0.2).
MARAFIOTI KA	10/21/05	1.00	REVIEW DIP OBJECTIONS (0.3); CORRESPONDENCE RE STATUS OF NEGOTIATIONS RE SAME (0.4); REVIEW DISCOVERY REQUESTS OF AD HOC COMMITTEE (0.3).
MARAFIOTI KA	10/22/05	0.10	REVIEWED CORRESPONDENCE RE AD HOC COMMITTEE OBJECTION & DISCOVERY (0.1).
MARAFIOTI KA	10/24/05	0.20	UPDATE RE STATUS OF DIP HEARING PREPARATIONS (0.2).
MARAFIOTI KA	10/25/05	2.70	MEETING WITH SHEARMAN RE STRATEGY FOR CONTESTED DIP HEARING (0.7); REVIEWED OBJECTIONS TO AD HOC INTERROGATORIES AND DOCUMENT REQUESTS (0.2); WORK ON RESOLUTIONS FOR BOSCH, GM, PBGC, & B OF A & OTHER OBJECTIONS (0.5) AND TELECONFERENCES D. BERNSTEIN, ROTHSCHILD, FTI, TOGUT & SHEARMAN RE DIP ISSUES (1.2); TELECONFERENCE WITH S. RATNER RE FINANCING HEARING (0.1).
MARAFIOTI KA	10/26/05	11.60	CORRESPONDENCE RE DIP HEARING (1.1); TELECONFERENCE CHAMBERS (0.1); REVIEWED GM PLEADINGS (2.4); PREPARE FOR COURT CONFERENCE (0.4); TELEPHONIC CONFERENCE WITH COURT (0.7); TELECONFERENCE WITH K. ZIMAN (0.2); FOLLOWUP TELECONFERENCE WITH SHEARMAN (0.2); REVIEWED GM MOTION TO QUASH (0.1); TELECONFERENCES WITH S. HABER RE DB MOTION TO QUASH (0.6); TELECONFERENCE WITH SHEARMAN RE DIP ORDER (0.9); PREPARE FOR DIP HEARING (1.9); PREPARE WITNESSES (2.9); TELECONFERENCE FROM GOODWIN PROCTER (0.1).
MARAFIOTI KA	10/27/05	8.20	PREPARE FOR DIP HEARING (1.1); ATTENDED ALL-DAY DIP HEARING BEFORE JUDGE DRAIN AND NEGOTIATED WITH COUNSEL TO PARTIES-IN-INTEREST (6.6); FOLLOWUP CONFERENCES WITH CLIENT RE FINANCING (0.5).

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MARAFIOTI KA	10/28/05	2.70	TELECONFERENCES FROM AND CORRESPONDENCE FROM AD HOC COMMITTEE (0.2); REVIEW REVISE DIP ORDER AND CASH MANAGEMENT ORDER (1.7); CONFERENCES WITH SHEARMAN RE SAME (0.5); ADDITIONAL WORK RE DIP ORDER (0.3).
MARAFIOTI KA	11/22/05	0.20	ANALYZE FOREIGN HEDGING ISSUES (0.2).
		31.20	
SPRINGER DE	10/24/05	1.10	TELECONFERENCE RE OBJECTION TO DIP FINANCING MOTION (0.6); REVIEW OBJECTION TO DIP FINANCING MOTION (0.5).
SPRINGER DE	10/27/05	0.70	TELECONFERENCE WITH P. NASH RE EVIDENTIARY ISSUE ON HILCO REPORT (0.3); LEGAL RESEARCH AND DRAFT MESSAGE TO P. NASH RE RESOLUTION OF EVIDENTIARY ISSUE (0.4).
SPRINGER DE	10/31/05	0.60	TELECONFERENCE WITH P. NASH RE DISPOSITION OF OBJECTIONS (0.6).
		2.40	
Total Partner		187.80	
MATZ TJ	10/19/05	0.30	TELECONFERENCE AND CORRESPONDENCE RE DIP DOCUMENT AND OBJECTION DEADLINE EXTENSION REQUEST (0.3).
MATZ TJ	10/25/05	2.50	PARTICIPATING IN DIP FINANCING HEARING PREPARATION MEETING (1.0); FOLLOW UP WORK RE SAME, OBJECTIONS AND RESPONSES (1.5).
MATZ TJ	10/26/05	2.50	TELECONFERENCES AND FOLLOW UP WORK RE RESPONSES TO VARIOUS DIP OBJECTIONS AND SET OFF ARGUMENTS (2.5).
		5.30	
Total Counsel		5.30	
HERRIOTT AV	10/26/05	2.70	EDIT DIP OBJECTION EXHIBIT (2.7).
		2.70	
HUR J	10/11/05	3.00	RESEARCH DIP FINANCING RELATED MATTERS AND REPORT FINDINGS (3.0).
HUR J	10/13/05	3.60	TELECONFERENCE WITH R. BAXTER, SHEARMAN AND STERLING, AND DPW RE ORGANIZATIONAL DOCUMENTS (0.5); RESEARCH AND REVIEW SEC FILINGS FOR PRECEDENTS ON FINANCING DISCLOSURES (3.1).
HUR J	10/18/05	3.90	RESEARCH AND ANALYSIS RE DISCLOSURE RELATED TO DIP FINANCING (3.9).

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HUR J	10/20/05	2.00	RESEARCH AND REPORT FINDINGS ON DISCLOSURE REQUIREMENTS RELATED TO THE DIP FINANCING (2.0).
		12.50	
LOZANO P	10/11/05	2.00	REVIEW DRAFT DOCUMENT FROM BANKERS IN CONNECTION WITH POTENTIAL SYNDICATION OF FINANCING (2.0).
LOZANO P	10/12/05	2.00	REVIEWING DIP FINANCING DOCUMENT (2.0).
LOZANO P	10/13/05	3.80	REVIEW AND DRAFT LANGUAGE ON DIP FINANCING DOCUMENT (3.8).
LOZANO P	10/20/05	2.50	REVIEW INFORMATION MEMORANDUM (2.3).
LOZANO P	10/21/05	2.20	CONTINUED TO REVIEW INFORMATION MEMORANDUM (2.2).
LOZANO P	10/24/05	7.20	REVIEWING INFORMATION MEMORANDUM FOR PROSPECTIVE LENDERS; RELATED PRESENTATION AND PRESENTATION FOR MEETING WITH RATING AGENCIES (7.2).
		19.70	
MEISLER RE	10/20/05	1.90	REVIEWED OBJECTIONS FILED TO THE DIP AND BEGAN DRAFTING CHART SUMMARIZING OBJECTION (1.8); TELECONFERENCE WITH B. KAPLAN RE SAME (0.1).
MEISLER RE	10/21/05	2.30	PARTICIPATED ON CONFERENCE CALLS RE DIP (1.5); REVIEWED ADDITIONAL OBJECTIONS FILED (0.8).
MEISLER RE	10/23/05	3.80	CONTINUED TO REVIEW DIP OBJECTIONS AND ANALYZED SAME (3.8).
MEISLER RE	10/24/05	1.50	CONFERENCES WITH J. BUTLER RE DIP (1.5).
MEISLER RE	10/25/05	10.70	PARTICIPATED IN STRATEGY MEETING RE DIP (1.0); PARTICIPATED IN FURTHER DIP MEETINGS (2.0); REVIEWED AND ANALYZED RECENT OBJECTIONS FILED AGAINST THE DIP (4.8); BEGAN DRAFTING EXHIBITS TO OMNIBUS REPLY TO DIP OBJECTIONS (2.9).
MEISLER RE	10/26/05	22.60	CONTINUED DRAFTING EXHIBITS TO OMNIBUS REPLY AND REVIEWING OBJECTIONS RE DIP (7.0); BEGAN PREPARING FOR CONTESTED HEARING RE DIP, INCLUDING STRATEGIZING RE DEBTORS' EXHIBITS IN SUPPORT OF DIP (11.6); ASSEMBLED DEBTORS' EXHIBIT AND COORDINATED APPROPRIATE SERVICE RE SAME (4.0).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MEISLER RE	10/27/05	6.50	ATTENDED HEARING AND ASSISTED WITH RESOLUTION OF DIP OBJECTIONS (6.0); SUPPLEMENT DIP EXHIBIT BINDER WITH DIP AGREEMENT AMENDMENT (0.4); CORRESPONDED WITH OBJECTING PARTIES RE SAME (0.1).
49.30			
MICHELI MJ	10/25/05	8.70	REVIEW OF DOCKETED MATERIALS IN CONNECTION WITH REVIEW OF OBJECTIONS TO DIP FINANCING MOTION (0.9); BEGAN REVIEW OF ALL RESPONSES TO DIP FINANCING ORDER (4.1); DRAFTED CHART SUMMARIZING ALL RESPONSES TO DIP FINANCING MOTION AND ORDER (3.7).
MICHELI MJ	10/26/05	8.20	CONTINUED REVIEW OF DOCKETED MATERIALS IN CONNECTION WITH REVIEW OF OBJECTIONS TO DIP FINANCING MOTION (0.5); CONTINUED REVIEW OF ALL RESPONSES TO DIP FINANCING ORDER (3.5); UPDATED CHART SUMMARIZING ALL RESPONSES TO DIP FINANCING MOTION AND ORDER (4.2).
16.90			
NASH, JR. PJ	10/24/05	5.40	REVIEW GOODWIN PROCTOR OBJECTION TO DIP FINANCE MOTION, IN PREP CONTESTED HEARING (0.6); REVIEW DIP FINANCING MOTION IN PREP FOR CONTESTED HEARING (0.8); REVIEW HISTORY OF EMAIL CORRESPONDENCE BY/BETWEEN SKADDEN AND GOODWIN PROCTOR, IN PREP CONTESTED HEARING (0.7); ATTENTION TO PRIMA FACIE CASE UNDER SECTION 364 AND NECESSARY EVIDENCE, IN PREP FOR CONTESTED HEARING (1.3); REVIEW MULTIPLE EMAILS FROM, AND PREP MULTIPLE EMAILS TO, SHEARMAN & STERLING RE HEARING PREP (0.7); REVIEW DRAFT INTERROGATORY RESPONSES AND PREP EMAIL TO SHEARMAN & STERLING RE SAME (0.3); REVIEW DRAFT RESPONSE TO DOCUMENT REQUEST AND PREP EMAIL TO SHEARMAN & STERLING RE SAME (0.3); REVIEW DRAFT INTERROGATORIES TO GOODWIN PROCTOR AND PREP EMAIL TO SHEARMAN & STERLING RE SAME (0.4); REVIEW DRAFT DOCUMENT REQUEST TO GOODWIN PROCTOR AND PREP EMAIL TO SHEARMAN & STERLING RE SAME (0.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

NASH, JR. PJ	10/25/05	21.40	MEETING WITH SHEARMAN & STERLING AND CLIENT RE PREP FOR CONTESTED DIP HEARING (1.3); PREP MULTIPLE EMAILS TO SHEARMAN & STERLING RE PREP FOR CONTESTED DIP HEARING (0.7); REVIEW MULTIPLE EMAILS TO SHEARMAN & STERLING RE PREP FOR CONTESTED DIP FINANCE HEARING (0.6); PREP MULTIPLE EMAILS TO SHEARMAN & STERLING RE REPLY BRIEF TO OBJECTIONS TO DIP FINANCING MOTION (0.5); REVIEW MULTIPLE EMAILS FROM SHEARMAN & STERLING RE REPLY BRIEF (0.9); MULTIPLE TELECONFERENCES WITH SHEARMAN & STERLING RE LITIGATION PREP (0.9); MULTIPLE TELECONFERENCES WITH SHEARMAN & STERLING RE REPLY BRIEF (0.6); LEGAL RESEARCH RE REPLY BRIEF (3.6); WORK ON REPLY BRIEF (9.3); WORK ON DIRECT EXAMINATION OF D. RESNICK (1.1); WORK ON DIRECT EXAMINATION OF S. KING (1.3); WORK ON DIRECT EXAMINATION OF J. SHEEHAN (0.6).
NASH, JR. PJ	10/26/05	19.60	CONTINUE WORK ON REPLY BRIEF (4.8); CONTINUE WORK ON DIRECT EXAMINATION OF D. RESNICK (0.9); CONTINUE WORK ON DIRECT EXAMINATION OF S. KING (2.2); CONTINUE WORK ON DIRECT EXAMINATION OF J. SHEEHAN (1.3); PREPARE MULTIPLE EMAILS TO SHEARMAN & STERLING RE LITIGATION PREP (0.6); REVIEW MULTIPLE EMAILS FROM SHEARMAN & STERLING RE LITIGATION PREP (0.7); MULTIPLE TELECONFERENCES WITH SHEARMAN & STERLING RE LITIGATION PREP (0.9); REVIEW DEBTOR'S DOCUMENT PRODUCTION AND PREP EXHIBITS FOR HEARING (4.2); REVIEW GOODWIN PROCTOR DOCUMENT PRODUCTION IN PREP HEARING (1.3); PREP FOR HEARING (1.6); WORK ON DEMONSTRATIVE EXHIBITS IN PREP CONTESTED DIP FINANCE HEARING (1.1).
NASH, JR. PJ	10/27/05	10.20	PREPARE OUTLINE OF CLOSING ARGUMENT RE DIP FINANCING LITIGATION (1.2); PREPARE OUTLINE OF FRCP 26 ARGUMENT RE EXPERT REPORTS (0.6); CONTINUE PREP FOR AND ATTEND HEARING (8.4).
		56.60	
REESE RG	10/25/05	1.40	REVIEW AGREEMENTS AND DRAFT SUMMARY OF SAME RE RESPONSE TO OBJECTIONS TO DIP FINANCING (1.4).
		1.40	
TOUSSI S	10/20/05	1.30	ADDRESS ISSUES RE OBJECTIONS TO DIP ORDER BY VARIOUS PARTIES (1.0); VARIOUS CONFERENCE CALLS RE SAME (0.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TOUSSI S	10/21/05	4.10	CONFERENCE CALL RE DISCOVERY REQUESTS AND POTENTIAL OBJECTIONS BY GOODWIN PROCTOR ON BEHALF OF PREPETITION LENDERS (0.8); REVIEW DISCOVERY REQUESTS AND CORRESPONDENCE (0.3); FOLLOW-UP ISSUES RE DIP ORDER AND DISCOVERY REQUESTS (0.5); INTERNAL CONFERENCE CALL RE DIP ORDER AND NEGOTIATIONS WITH VARIOUS PARTIES, INCLUDING GM, PBGC, PREPETITION LENDERS (1.7); PREPARE MEMO RE SAME (0.5); REVIEW DIP ORDER (0.3).
TOUSSI S	10/23/05	1.00	REVIEW DIP ORDER AND DE MINIMIS ASSET MOTION/ORDER (1.0).
TOUSSI S	10/25/05	13.60	DISCUSS OUTSTANDING ISSUES RE DIP REPLY (0.5); REVIEW VARIOUS OBJECTIONS FILED TO DIP ORDER (1.4); VARIOUS TELECONFERENCES RE STATUS OF REPLY WITH SHEARMAN AND SKADDEN (0.5); BEGIN RESEARCHING AND DRAFTING SECTIONS OF REPLY BRIEF ON DEFAULT RATE OF INTEREST (3.1); RESEARCH AND DRAFT SECTIONS ON REIMBURSABLE EXPENSES AND AMORTIZATION (2.7); DRAFT AND RESEARCH SECTION OF REPLY BRIEF ON ADEQUATE PROTECTION (2.9); REVIEW DIP ORDER AND DRAFT RESPONSE TO REMAINING OBJECTIONS TO DIP ORDER (2.5).
TOUSSI S	10/26/05	17.40	CONTINUE EDITING AND REVISING THE REPLY TO THE DIP OBJECTORS (4.4); REVIEW CITED CASES AND REVISE AND SHEPARDIZE SAME (2.1); REVIEW CHART OF SUMMARY OF OBJECTIONS (1.9); REVIEW REPLY BRIEF AND FINALIZE SAME (.9); REVIEW CREDITORS' COMMITTEE AND GM OBJECTIONS (1.0); PREPARE Q/A FOR RESNICK TESTIMONY (1.4); PREPARE Q/A FOR DIRECT TESTIMONY FOR J. SHEEHAN (1.3); VARIOUS MEETINGS RE SAME WITH P. NASH (0.4); CONTINUE EDITING AND FINALIZED SHEEHAN Q/A (3.2); REVIEW OUTSTANDING ISSUES RE: DIP ORDER AND CREDIT AGREEMENT (0.8).
TOUSSI S	10/27/05	5.20	EDIT AND REVISE Q/A FOR JOHN SHEEHAN (2.8), DISCUSS Q/A WITH NASH AND CONFORM SAME TO OTHER WITNESS OUTLINES (1.2); EDIT AND REVISE Q/A FOR RESNICK (1.2).
TOUSSI S	10/28/05	1.20	ADDRESS ISSUES RE FINAL DIP ORDER (0.7), VARIOUS CORRESPONDENCE RE SAME WITH SHEARMAN AND L. FRISHMAN (0.5).
TOUSSI S	10/30/05	0.30	REVIEW FINAL DIP ORDER IN CONNECTION WITH SET OFF ISSUES (0.3).

44.10

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

TURMAN III RE	10/08/05	1.40	ADVISE ON INVESTOR Q&A (0.9); REVIEW DIP AGREEMENT (0.5).
TURMAN III RE	10/10/05	0.70	REVIEW GM SET OFF CORRESPONDENCE (0.7).
TURMAN III RE	10/11/05	0.40	ADVISE ON FORM OF CONFIDENTIAL MEMORANDUM (0.4).
TURMAN III RE	10/12/05	0.10	ADVISE ON RESOLUTIONS (0.1).
TURMAN III RE	10/13/05	0.20	ADVISE ON RESOLUTIONS (0.2).
TURMAN III RE	10/14/05	0.60	REVIEW FINAL CREDIT AGREEMENT AND SECURITY AGREEMENT (0.6).
TURMAN III RE	10/20/05	0.30	ADVISE ON 956 ISSUE (0.3).
TURMAN III RE	10/21/05	2.70	ADVISE ON PRE-PETITION POST-PETITION COLLATERAL REQUEST (2.7).
TURMAN III RE	10/24/05	0.60	REVIEW REVISED TERM SHEET (0.6).
TURMAN III RE	10/25/05	3.10	REVIEW AND ADVISE ON BORROWING BASE AMENDMENT AND SECURITY AGREEMENT AMENDMENTS (3.1).
TURMAN III RE	10/26/05	8.30	ADVISE ON BORROWING BASE (1.2); REVIEW AND ADVISE ON "CARVE OUT" IN ORDER (7.1).
TURMAN III RE	10/27/05	0.30	REVIEW BORROWING BASE AMENDMENT AND ADVISE (0.3).
		18.70	
Total Associate		221.90	
CHOW PP	10/17/05	0.60	RESEARCH ON/IN DOCKET RE CONFIRMATION OF PROCESS OF SERVICE FOR DIP FINANCING INTERIM ORDER AND NOTICE OF FINAL HEARING (0.6).
CHOW PP	10/26/05	8.70	DRAFT DIP LENDER COLLATERAL VALUE POWERPOINT SLIDE AS EXHIBIT TO FINAL DIP FINANCING HEARING AND EDIT / REVISE SAME (6.2); COORDINATE WITH T. MATZ RE DISTRIBUTION OF BLACK-LINE DIP FINANCING ORDER AND BORROWING BASE AMENDMENT TO COURT AND OBTAIN SAME (0.7); REVIEW DEBTOR'S REPLY TO RESPONSES TO DIP FINANCING MOTION AND COORDINATE SERVICE OF SAME (1.8).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

CHOW PP	10/27/05	7.70	PREPARE INDEX OF CASE CITATIONS FOR RESPONSES FROM GENERAL MOTORS AND AD HOC COMMITTEE TO DEBTORS' MOTION FOR DIP FINANCING (2.8); PREPARE INDEX OF CASE CITATIONS FOR DEBTOR'S OMNIBUS REPLY TO RESPONSES TO MOTION FOR DIP FINANCING AND OBTAIN SAME (2.1); PREPARE DIP FINANCING PLEADINGS FOR COURT AND COORDINATE WITH COPY VENDOR RE SAME (1.6); EDIT / REVISE DIP LENDER COLLATERAL VALUE POWERPOINT SLIDE AS EXHIBIT TO FINAL DIP FINANCING HEARING (1.2).
		17.00	
DEMMA J	10/25/05	5.80	PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (5.8).
DEMMA J	10/26/05	15.50	PREPARE CASE LAW MATERIALS RE DEBTOR'S REPLY TO POST PETITION OBJECTION OF GM (4.6); PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (10.9).
DEMMA J	10/27/05	17.10	PREPARE MATERIALS FOR OCTOBER 27, 2005 OMNIBUS HEARING (8.0); ATTEND OCTOBER 27, 2005 OMNIBUS HEARING (9.1).
		38.40	
LORENZ G	10/27/05	8.60	ATTEND HEARING FOR FIRST OMNIBUS HEARING ON DIP MATTERS (6.5); ASSEMBLE BINDER UPDATES FOR EXHIBIT BINDERS (0.7); ORGANIZE AT COURTHOUSE FOR FIRST OMNIBUS HEARING (1.4).
		8.60	
SALAZAR AG	10/26/05	3.50	PREPARE AND ELECTRONICALLY FILE DIP RESPONSES (0.6); PREPARE AND ELECTRONICALLY FILE NOTICE OF FILING (1.6); COORDINATE SERVICE OF FILINGS (1.3).
SALAZAR AG	11/18/05	1.20	DISTRIBUTE CREDITORS' MEETING MATERIALS TO TEAM (1.2).
		4.70	
ZSOLDOS AF	10/26/05	8.30	PREPARE AMENDMENT TO DIP RESPONSE, INCLUDING DISCERNING OBJECTIONS FILED AFTER DEADLINE (0.8); PULL PBGC OBJECTIONS AND UNSECURED CREDITOR STATEMENTS (0.6); PREPARE BINDERS OF DIP OBJECTIONS (1.4); REVISE AND UPDATE CHART OF ALL DOCUMENTS (4.7); FINALIZE DIP EXHIBIT BINDER, QUALITY CHECK, AND CREATE INDEX (0.8).
ZSOLDOS AF	10/31/05	0.30	FORWARD BINDERS RE DELPHI DIP EXHIBITS TO R. EISENBERG (0.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

		8.60	
Total Legal Assistant		77.30	
ISAKSSON NK	10/26/05	7.00	ASSIST WITH DIP PRE-CLOSING (7.0).
		7.00	
ROMAN JJ	10/21/05	1.20	REVIEW COURT DOCKET AND RETRIEVE DOCUMENTS FOR ATTORNEYS' COPIES RE OBJECTIONS TO DIP FINANCE (1.2).
ROMAN JJ	10/26/05	0.90	REVIEW DOCKETS FROM VARIOUS CASES AND RETRIEVE DOCUMENTS RE INTERIM DIP ORDERS (0.9).
		2.10	
Total Legal Assistant Support		9.10	
TOTAL TIME		<u>501.40</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
Financing (DIP and Emergence)**

**Bill Date: 12/30/05
Bill Number: 1091378**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Air/Rail Travel - vendor feed	10/24/05	Nash, Jr. PJ	452.21
Air/Rail Travel - vendor feed	10/27/05	Nash, Jr. PJ	647.86
Air/Rail Travel - vendor feed	10/28/05	Nash, Jr. PJ	647.86
Air/Rail Travel - vendor feed	11/27/05	Springer DE	1,252.23
Air/Rail Travel - vendor feed	11/27/05	Springer DE	-602.87
Air/Rail Travel - vendor feed	11/29/05	Meisler RE	627.71
Air/Rail Travel - vendor feed	11/29/05	Meisler RE	-627.71
Air/Rail Travel - vendor feed	11/30/05	Springer DE	405.71
		TOTAL AIR/RAIL TRAVEL - VENDOR FEED	\$2,803.00
In-house Reproduction	10/25/05	Copy Center, D	4.90
In-house Reproduction	10/27/05	Copy Center, D	1,585.87
In-house Reproduction	10/28/05	Copy Center, D	535.23
		TOTAL IN-HOUSE REPRODUCTION	\$2,126.00
Telephone Expense	10/28/05	Telecommunications, D	3.06
Telephone Expense	10/28/05	Telecommunications, D	3.93
Telephone Expense	10/28/05	Telecommunications, D	0.94
Telephone Expense	11/23/05	Telecommunications, D	0.05
Telephone Expense	11/23/05	Telecommunications, D	0.01
Telephone Expense	11/23/05	Telecommunications, D	0.01
		TOTAL TELEPHONE EXPENSE	\$8.00
Lexis/Nexis	11/12/05	Jerr JJ	3,036.00
		TOTAL LEXIS/NEXIS	\$3,036.00
Westlaw	10/25/05	Nash, Jr. PJ	335.00
		TOTAL WESTLAW	\$335.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Reproduction - color	10/27/05	Copy Center, D	25.33
Reproduction - color	10/28/05	Copy Center, D	12.67
		TOTAL REPRODUCTION - COLOR	\$38.00
Vendor Hosted Teleconferencing	10/31/05	Teleconferencing Services, LLC	21.00
		TOTAL VENDOR HOSTED TELECONFERENCING	\$21.00
Air/Rail Travel (external)	10/24/05	Butler, Jr. J	124.00
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$124.00
Out-of-Town Travel	10/23/05	Herriott AV	40.00
Out-of-Town Travel	10/24/05	Butler, Jr. J	771.42
Out-of-Town Travel	10/24/05	Nash, Jr. PJ	1,027.46
Out-of-Town Travel	10/24/05	Butler, Jr. J	14.00
Out-of-Town Travel	10/24/05	Butler, Jr. J	9.34
Out-of-Town Travel	10/25/05	Nash, Jr. PJ	21.40
Out-of-Town Travel	10/25/05	Nash, Jr. PJ	4.50
Out-of-Town Travel	10/27/05	Nash, Jr. PJ	530.69
Out-of-Town Travel	10/27/05	Herriott AV	1,115.79
Out-of-Town Travel	10/27/05	Herriott AV	12.00
Out-of-Town Travel	10/27/05	Herriott AV	5.40
		TOTAL OUT-OF-TOWN TRAVEL	\$3,552.00
Messengers/ Courier	11/29/05	Dist Serv/Mail/Page, D	73.00
		TOTAL MESSENGERS/ COURIER	\$73.00
Out-of-Town Meals	10/24/05	Butler, Jr. J	18.72
Out-of-Town Meals	10/24/05	Butler, Jr. J	14.32
Out-of-Town Meals	10/24/05	Nash, Jr. PJ	9.32
Out-of-Town Meals	10/24/05	Nash, Jr. PJ	1.60
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	2.27
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	5.40
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	3.79
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	2.96

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Out-of-Town Meals	10/25/05	Meisler RE	29.66
Out-of-Town Meals	10/25/05	Meisler RE	7.03
Out-of-Town Meals	10/25/05	Meisler RE	1.85
Out-of-Town Meals	10/25/05	Meisler RE	3.78
Out-of-Town Meals	10/25/05	Nash, Jr. PJ	13.48
Out-of-Town Meals	10/26/05	Meisler RE	130.85
Out-of-Town Meals	10/26/05	Meisler RE	3.84
Out-of-Town Meals	10/27/05	Nash, Jr. PJ	44.95
Out-of-Town Meals	10/27/05	Herriott AV	4.60
Out-of-Town Meals	10/27/05	Herriott AV	7.58
		TOTAL OUT-OF-TOWN MEALS	\$306.00
Court Reporting	10/29/05	TSG Reporting, Inc	1,731.00
Court Reporting	11/05/05	TSG Reporting, Inc	1,885.00
		TOTAL COURT REPORTING	\$3,616.00
Contracted Catering-NY	11/28/05	Butler, Jr. J	1,441.85
Contracted Catering-NY	11/29/05	Butler, Jr. J	994.10
Contracted Catering-NY	11/29/05	Butler, Jr. J	497.05
		TOTAL CONTRACTED CATERING-NY	\$2,933.00
		TOTAL MATTER	\$18,971.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Financing (DIP and Emergence)

Bill Date: 01/31/06
Bill Number: 1092991

NAME	DATE	HOURS	DESCRIPTION
FRISHMAN LD	12/01/05	0.90	DISCUSS POTENTIAL HEDGE TRANSACTION WITH R. BAXTER (0.3) AND REVIEW RELATED DRAFT SERVICE AGREEMENT (0.6).
FRISHMAN LD	12/02/05	3.10	ATTEND WEEKLY SENIOR INTERNAL STRATEGY SESSION (2.2); EMAIL CORRESPONDENCE AND TELECONFERENCES WITH R. BAXTER RE CERTAIN DIP COMPLIANCE PROGRAM MATTERS (0.2) AND HEDGING TRANSACTIONS (0.4); TELECONFERENCE WITH M. BAKER OF S&S RE DIP INTERPRETATION QUESTION (0.3).
FRISHMAN LD	12/13/05	0.60	REVIEW AND GIVE COMMENTS ON PROPOSED INTER-COMPANY HEDGING SERVICE AGREEMENT (0.6).
FRISHMAN LD	12/14/05	0.80	CORRESPONDENCE WITH K. MARAFIOTI (0.3) AND RAMESH (0.3) RE HEDGE AGREEMENT; RESPOND TO R. MEISLER E-MAIL RE SUBSTITUTION OF PRE-PETITION COLLATERAL (0.2).
		5.40	
Total Partner		5.40	
TOTAL TIME		<u>5.40</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
Financing (DIP and Emergence)**

**Bill Date: 01/31/06
Bill Number: 1092991**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	12/29/05	Telecommunications, D	2.33
Telephone Expense	12/29/05	Telecommunications, D	0.33
Telephone Expense	12/29/05	Telecommunications, D	1.34
		TOTAL TELEPHONE EXPENSE	\$4.00
		TOTAL MATTER	\$4.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
Financing (DIP and Emergence)**

**Bill Date: 02/28/06
Bill Number: 1108418**

NAME	DATE	HOURS	DESCRIPTION
BERLIN K	01/06/06	1.20	PREPARE DIP EXCEPTION FOR ENVIRONMENTAL CLEANUP MATTERS (1.2).
BERLIN K	01/09/06	0.50	EMAILS TO C. FRISHMAN RE BANKING ISSUES (0.5).
		1.70	
FRISHMAN LD	01/05/06	1.20	TELECONFERENCES WITH E. COCHRAN AND M. BAKER RE PROPOSED DIP AMENDMENTS (0.7); REVIEW RELEVANT DIP SECTIONS (0.5).
FRISHMAN LD	01/06/06	2.90	WEEKLY STRATEGY TELECONFERENCE (1.8); REVIEW AND GIVE COMMENTS ON PROPOSED CHANGES TO DIP (0.9); DISCUSS CHANGES FOR ENVIRONMENTAL CLAIMS WITH K. BERLIN (0.2).
FRISHMAN LD	01/09/06	0.40	TELECONFERENCES WITH T. KRAUSE OF DELPHI AND EMAILS WITH K. BERLIN RE DIP BASKET FOR ENVIRONMENTAL CLEAN UPS (0.3); RESPOND TO QUESTION OF J. LYON'S RE CERTAIN DIP MATTERS (0.1).
FRISHMAN LD	01/10/06	0.70	REVIEW AND GIVE COMMENTS ON DRAFT DIP RELATED RISK FACTORS FOR 10-K (0.4); TELECONFERENCES WITH T. KRAUSE RE REQUESTED CHANGES TO DIP (0.3).
FRISHMAN LD	01/11/06	2.30	LENGTHY TELECONFERENCE WITH R. BAXTER AND T. KRAUSE OF DELPHI, M. BAKER OF S&S AND OTHERS RE PERMISSIBILITY OF CERTAIN INTER-CO TRANSACTIONS UNDER DIP AND RELATED DISCLOSURE ISSUES (1.6); REVIEW RELEVANT DIP PROVISIONS RE THE FOREGOING (0.7).
FRISHMAN LD	01/13/06	1.10	WEEKLY LEGAL STATUS TELECONFERENCE (0.4); REVIEW DRAFT OF DIP AMENDMENT AND CORRESPONDENCE RE THE SAME (0.7).
FRISHMAN LD	01/17/06	0.30	GIVE M. BAKER COMMENTS ON DRAFT DIP AMENDMENT (0.3).
FRISHMAN LD	01/18/06	0.60	REVIEW AND GIVE COMMENTS ON REVISED DRAFT OF DIP AMENDMENT (0.6).
FRISHMAN LD	01/19/06	0.70	RESPOND TO QUESTION OF R. BAXTER RE INTERPRETATION OF CERTAIN PROVISIONS OF FINAL DIP ORDER (0.4); REVIEW REVISED DRAFT OF DIP AMENDMENT (0.3).
FRISHMAN LD	01/20/06	1.20	WEEKLY LEGAL UPDATE TELECONFERENCE (0.9); REVIEW REVISIONS TO AMENDMENT (0.3).
FRISHMAN LD	01/23/06	0.30	REVIEW AND GIVE S&S FEEDBACK ON REVISED DRAFT OF DIP AMENDMENT (0.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

FRISHMAN LD	01/24/06	0.20	REVIEW REVISIONS TO DRAFT DIP AMENDMENT (0.2).
FRISHMAN LD	01/27/06	1.10	WEEKLY STATUS TELECONFERENCE (1.1).
FRISHMAN LD	01/30/06	0.20	COORDINATE REVIEW OF ISDA ACKNOWLEDGEMENT LETTERS (0.2).
FRISHMAN LD	01/31/06	1.70	REVIEW CORRESPONDENCE FROM R. BAXTER RE DILIGENT ROYALTY PAYMENTS AND REVIEW RELEVANT PROVISIONS OF DIP AND CERTAIN ORDERS (1.7).
		14.90	
Total Partner		16.60	
TOUSSI S	01/11/06	1.00	ADDRESS ISSUES RE BANK OF AMERICAN AND RELATED PENTASTAR LITIGATION (1.0).
		1.00	
TURMAN III RE	01/06/06	0.60	REVIEW RELEASE LANGUAGE AND REDRAFT (0.6).
TURMAN III RE	01/09/06	1.10	ADVISE ON RELEASE LANGUAGE (0.4); REVIEW PROPOSED JV LOAN (0.7).
TURMAN III RE	01/31/06	0.60	REVIEW AND ADVISE ON ISDA TERMINATION (0.6).
		2.30	
Total Associate		3.30	
TOTAL TIME		<u>19.90</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

**Delphi Corporation (DIP)
Financing (DIP and Emergence)**

**Bill Date: 02/28/06
Bill Number: 1108418**

Disbursement	Date	Vendor/Employee/Dept.	Amount
Telephone Expense	01/27/06	Telecommunications, D	2.20
Telephone Expense	01/27/06	Telecommunications, D	2.70
Telephone Expense	01/27/06	Telecommunications, D	0.10
		TOTAL TELEPHONE EXPENSE	\$5.00
Outside Research/Internet Services	01/06/06	Pacer Service Center	64.16
Outside Research/Internet Services	01/06/06	Pacer Service Center	1.84
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$66.00
		TOTAL MATTER	\$71.00